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Secretary of State
State of California

AUG 12 2013

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RESTATED ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the President and CEO and Secretary, respectively, of The Campanile Foundation, a California Corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

**Articles of Incorporation
Of
The Campanile Foundation**

Article I
Name

The name of this corporation is The Campanile Foundation.

Article II
Purpose of Corporation

- A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.
- B. The specific purposes of this corporation are to promote and assist the San Diego State University ("SDSU"), to receive gifts, property, and funds to be used for the benefit of SDSU or any person or organization having an official relationship with SDSU. The corporation shall be an auxiliary organization of the California State University and shall conduct its operations in conformity with the provisions governing such auxiliary organizations, including, but not limited to, the California Education Code Sections 89900 *et seq.*, the California Code Regulations Title 5, Sections 42400 *et seq.*, such rules and regulations as may be established by the Board of Trustees of the California State University, and SDSU policies.

Article III
Tax-Exempt Status

- A. This corporation is organized and operated solely for the benefit of SDSU.
- B. This corporation is organized and operated exclusively for the purposes set forth in Article IIA hereof within the meaning of Internal Revenue Code Section

Approved by TCF Board June 2013

501(c)(3), or the corresponding provision of any future United States internal revenue law.

- C. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code §170(c)(2) or the corresponding provision of any future United States internal revenue law.
- D. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of (or in opposition to) any candidate for public office.

Article IV Irrevocable Dedication and Dissolution

All corporate property is irrevocably dedicated to the purposes set forth in Article II. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining shall be distributed for the exclusive benefit of SDSU to a successor approved by the board of directors, the president of SDSU, and by the Chancellor of the California State University. Any nongovernmental successor shall be a nonprofit organization organized and operated exclusively for charitable purposes having tax exempt status under Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any future Internal Revenue law), and has established its tax-exempt status under Revenue and Taxation Code Section 23701d (or corresponding section of any future California revenue and tax law).

Article V Amendment


These articles of incorporation may be amended only by the board of directors with the written approval of the President of SDSU.

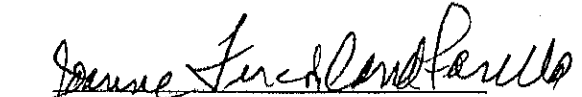
- 3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
- 4. The corporation has no members.

Approved by TCF Board June 2013

We further declare under penalty of perjury the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: June 6, 2013


Mary Ruth Carleton, President and CEO


Joanne Ferchland-Parella, Secretary

[Internal Note: The historical portions of this caveat may be retained and updated on internal reproductions of the Restated Articles]

The Articles of Incorporation were originally signed August 2, 1999 and filed with the Secretary of State of the State of California on August 4, 1999. Certificate of Amendment was filed on August 29, 2005. Certificate of Amendment was filed on July 8, 2013.